

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> , f/k/a General Motors Corp., <i>et al.</i>	:	09-50026 (REG)
	:	(Jointly Administered)
Debtors.	:	
	-----X	

**ALTERNATIVE DISPUTE RESOLUTION NOTICE**

Service Date: August 19, 2010

Claim Name: MCM MANAGEMENT CORP

Notice Address:

C/O R. CHRISTOPHER CATALDO, JAFFE RAITT HEUER & WEISS PC  
27777 FRANKLIN ROAD, SUITE 2500  
SOUTHFIELD, MI 48034

<u>Designated Claim Number</u>	<u>Amount Stated in Proof of Claim</u>
371	\$22,476,106.00

Deadline to Respond: September 9, 2010

By this notice (the "ADR Notice"), Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "Debtors") designate the above-identified claim (the "Designated Claim") in the Debtors' chapter 11 cases and submit the Designated Claim to alternative dispute resolution, pursuant to the procedures (the "ADR Procedures") established by the Order Pursuant to 11 U.S.C. § 105(a) and General Order M-390 Authorizing Implementation of Alternative Dispute Resolution Procedures, Including Mandatory Mediation (the "ADR Order"), entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on February 23, 2010. A copy of the ADR Procedures is posted on the Debtors' website at [www.motorsliquidation.com](http://www.motorsliquidation.com) under the Claims Information tab. You may also contact the Debtors at 1-800-414-9607 or by email at [claims@motorsliquidation.com](mailto:claims@motorsliquidation.com) with questions about this matter.

The Debtors have reviewed your Designated Claim and, pursuant to the ADR Procedures, offer the amounts set forth below for allowance of your Designated Claim as [a] prepetition general unsecured nonpriority claim in full satisfaction of the Designated Claim (the "Settlement Offer").

*You are required to return this ADR Notice with a Claimant's Response (as defined below) to the Settlement Offer by no later than the Deadline to Respond indicated above to:*

Motors Liquidation Company  
2101 Cedar Springs Road, Suite 1100  
Dallas, TX 75211  
Attn: ADR Claims Team  
[claims@motorsliquidation.com](mailto:claims@motorsliquidation.com)

In addition to the extent your most recent proof(s) of claim not: (a) state the correct amount of your Designated Claim; (b) expressly identify each and every cause of action and legal theory on which you base your Designated Claim; (c) including current, correct, and complete contact information of your counsel or other representative; or (d) provide all documentation which you rely in support of your Designated Claim, you hereby are requested to provide all such information and documentation with your Claimant's Response.

If you do not return this ADR Notice with the requested information and a Claimant's Response to the Settlement Offer to Debtors so that it is received by the Deadline to Respond, your Designated Claims will be subject to mandatory mediation as set forth in Section II.B of the ADR Procedures.

IN ADDITION, YOU ARE REQUIRED TO INDICATE EXPRESSLY WHETHER YOU CONSENT TO BINDING ARBITRATION IF YOUR DESIGNATED CLAIM CANNOT BE SETTLED. PLEASE MARK THE BOX BELOW INDICATING WHETHER YOU (I) CONSENT TO BINDING ARBITRATION OR (II) DO NOT CONSENT TO (AND SEEK TO OPT OUT OF) BINDING ARBITRATION. PLEASE NOTE THAT YOUR CONSENT TO BINDING ARBITRATION CANNOT SUBSEQUENTLY BE WITHDRAWN. IN ADDITION, ANY ATTEMPT TO OPT OUT OF BINDING ARBITRATION IN THE RESPONSE TO THIS ADR NOTICE SHALL BE INEFFECTIVE IF YOU PREVIOUSLY HAVE CONSENTED IN WRITING (EITHER PREPETITION OR POSTPETITION) TO BINDING ARBITRATION AS A MEANS TO RESOLVE YOUR CLAIM. THE DEBTORS RESERVE THE RIGHT IN THEIR SOLE DISCRETION TO DETERMINE WHETHER TO PARTICIPATE IN BINDING ARBITRATION IN THE EVENT THAT YOU CONSENT TO BINDING ARBITRATION AND YOUR DESIGNATED CLAIM CANNOT BE SETTLED.

Details about the arbitration process, including the sharing of fees, are set forth in Section II.C of the ADR Procedures.

YOU MUST RESPOND TO THE FOLLOWING SETTLEMENT OFFER:

**Settlement Offer:** REDACTED FROM PUBLIC COPY. OFFER INCLUDED ONLY IN COPY SENT TO MCM MANAGEMENT'S COUNSEL.

The only permitted response (the “Claimant’s Response”) to the Settlement Offer are (a) acceptance of the Settlement Offer or (b) rejection of the Settlement Offer coupled with a counteroffer (a “Counteroffer”). Accordingly, please select your Claimant’s Response below:

*Please indicate below if you accept or reject the Debtors’ Settlement Offer by marking the appropriate box. If you reject the Settlement Offer, please make your counteroffer where indicated.*

       I/we agree to and accept the terms of the Settlement Offer.

or

X I/we reject the Settlement Offer. However, I/we will accept, and propose as a Counteroffer, the following resolution of the Designated Claim and the Adversary Proceeding:

COUNTER OFFER REDACTED. COUNTEROFFER INCLUDED ONLY IN  
COPY SENT TO DEBTOR’S COUNSEL.

Section II.A.3 of the ADR Procedures sets forth the restrictions on Counteroffers. Your Counteroffer may not (a) improve the priority sets forth in your most recent timely-filed proof of claim or amended proof of claim, or (b) exceed the lesser of the Claim Amount Cap (as defined in the ADR Order) or the amount set forth in your most recently timely-filed proof of claim(s) or amended proof of claim. You may not amend your proof of claim solely for the purpose of proposing a Counteroffer of a higher amount or a better priority.

*Please indicate below whether you consent to binding arbitration for your Designated Claim by marking the appropriate box.*

X I/WE CONSENT TO BINDING ARBITRATION.

or

       I/WE DO NOT CONSENT TO BINDING ARBITRATION.

[Signature of the Designated Claimant’s Authorized Representative]

JAFFE RAITT HEUER & WEISS, P.C.

By: /s/ Thomas E. Coughlin  
Thomas E. Coughlin (P40561)  
Counsel for MCM Management  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
(248) 351-3000  
(248) 351-3082 (facsimile)  
tcoughlin@jaffelaw.com